

**AMENDMENT OF THE RIGHT-OF-WAY LEASE  
FOR THE  
TRANS-ALASKA PIPELINE  
ADL 63574**

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Fairbanks Recording District in Book 149 Pages 0799 through 0905 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 8th day of September, 1997 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-596, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional shorelands for the purpose of constructing and maintaining a river bank revetment structure that will be aligned with the natural bank at the upstream end and angled outward slightly on the downstream end to deflect flow from the natural bank in order to minimize eddying and erosion at pipeline milepost (PLMP) 197.5 in the Dietrich River floodplain. The purpose of the revetment is to control river bank erosion and protect the Trans-Alaska Pipeline System (TAPS) by preventing the development of an active river channel around the raised pipeline at this location. The revetment structure will be situated within Section 22, Township 34 North, Range 10 West, Fairbanks Meridian, Alaska. The shoreland requested for construction of the revetment consists of approximately 5.7 acres.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the shorelands within the Fairbanks Recording District described as:

Township 34 North, Range 10 West, Fairbanks Meridian, Alaska.

Section 22, SE1/4, those lands below the ordinary high water mark of the Dietrich River within the following described area:

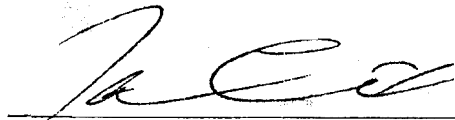
Beginning at a point on the centerline of the Trans-Alaska Pipeline at pipeline station 10420+36, the point of beginning, thence S72°37'09"W a distance of approximately 465 feet to a point, thence S17°22'51"E a distance of approximately 1000 feet to a point, thence N72°37'09"E a distance of approximately 500 feet to a point, thence N17°22'51"E a distance of approximately 1000 feet to a point, thence S72°37'09"W a distance of approximately 35 feet to the point of beginning, containing approximately 5.7 acres.

The lands described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574. This AMENDMENT shall be consummated after the issuance of the Notice to Proceed; construction of the revetment structure; the Commissioner's approval of the as-built drawing which will be tied to the pipeline centerline; and Alyeska's acceptance of the Commissioner's approval of the as-built.


IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

LESSEE



John Shively  
Commissioner  
Department of Natural Resources



Alyeska Pipeline Service Company  
Agent for

Amerada Hess Pipeline  
Corporation  
ARCO Transportation Alaska,  
Inc.  
BP Pipelines (Alaska) Inc.  
Exxon Pipeline Company  
Mobil Alaska Pipeline Company  
Phillips Alaska Pipeline  
Corporation  
Unocal Pipeline Company

STATE OF ALASKA

) ss.

THIRD JUDICIAL DISTRICT )

THIS IS TO CERTIFY that on the 4<sup>th</sup> day of September, 1997, before me, personally appeared Dennis E. Prandeville, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

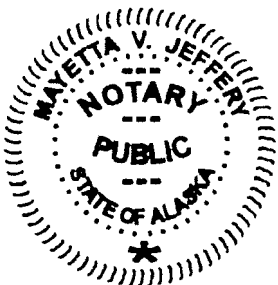
Michelle Brown  
Notary Public in and for the State of Alaska  
My Commission expires 5/26/98

STATE OF ALASKA

) ss.

THIRD JUDICIAL DISTRICT

THIS IS TO CERTIFY that on the 8th day of September, 1997, before me, personally appeared John Shively, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.



Myetta V. Jeffery  
Notary Public in and for the State of Alaska  
My Commission expires 10/20/99